

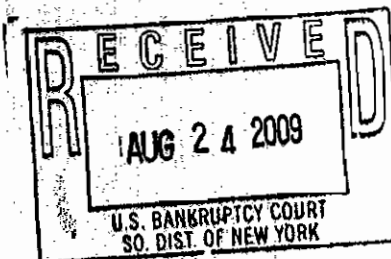
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- x
In re

GENERAL MOTORS CORP., *et al.*,

Debtors.
----- x



Chapter 11

Case No. 09-50026 (REG)

(Jointly Administered)

**OLIVER ADDISON PARKER'S
(I) AMENDED DESIGNATION OF ITEMS
TO BE INCLUDED IN THE RECORD ON APPEAL
AND
(II) AMENDED STATEMENT OF ISSUES TO BE PRESENTED**

PLEASE TAKE NOTICE that Oliver Addison Parker, Pro Se, having filed his notice of appeal on July 15, 2009 [Docket No. 3184] of the decision [Docket No. 2967] and order [Docket No. 2968] of this Court entered July 5, 2009 authorizing the sale of assets pursuant to the Amended and Restated Master Sale and Purchase Agreement with NMGCO, Inc., a U.S. Treasury-sponsored purchaser, and having previously filed his (I) designation of items to be included in the record of appeal and (II) statement of issues to be presented on appeal [Docket No. 3551], pursuant to the Order of the Honorable Robert E. Gerber, United States Bankruptcy Judge, dated August 20, 2009, herewith submits this (I) amended designation of items to be included in the record of appeal and (II) amended statement of issues to be presented on appeal.

AMENDED DESIGNATION OF ITEMS
TO BE INCLUDED IN THE RECORD ON APPEAL

A. Docketed Entries with the Bankruptcy Court

The following documents have been filed with the Bankruptcy Court under the corresponding Bankruptcy Court Docket Numbers and are hereby designated as items to be included in the record on appeal:

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
1	1	Voluntary Petition
2	21	Affidavit of Frederick A. Henderson
3	37	Statement of the United States of America Upon the Commencement of General Motors Corporation's Chapter 11 Case (Attachments: # 1 Exhibit A: Department of the Treasury Determination Dated December 19, 2008; # 2 Exhibit B: Department of the Treasury Determination Dated April 29, 2009.)
4	68	Declaration of William C. Repko In Support of Debtors' Proposed Debtor in Possession Financing Facility and Exhibits Thereto
5	92	Motion for Sale of Property under Section 363(b)/ Debtors Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing (Attachments: # 1 Exhibit A - Proposed Master Sale and Purchase Agreement; # 2 Exhibit Sale Order; # 3 Exhibit C - Sale Procedures Order; # 4 Exhibit D - Form of Assumption and Assignment; Notice # 5 Exhibit E - Form of Assumption and Assignment; Notice # 6 Exhibit F- Form Of UAW Retiree Notice; # 7 Exhibit G - Form of Publication Notice)

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
6	105	Memorandum of Law Memorandum of Law In Support of Debtors' Motion Pursuant To 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to (I) Approve (A) The Sale Pursuant to The Master Sale and Purchase Agreement with Vehicle Acquisition Holdings (related document(s) (Attachments: # 1 Exhibit A # 2 Exhibit B # 3 Exhibit C # 4 Exhibit D # 5 Exhibit E # 6 Exhibit F)
7	422	Supplemental Declaration of William C. Repko in Support of Debtors' Proposed Debtor in Possession Financing Facility
8	425	Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC and Exhibits Thereto
9	431	Supplemental Declaration of J. Stephen Worth in Support of the Proposed Sale of Debtors' Assets to Vehicle Acquisition Holdings LLC
10	435	Declaration of Albert Koch and Exhibits Thereto
11	947	Certain Exhibits and Schedules to the Master Sale and Purchase Agreement
12	1941	Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed.R.Bankr.P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; And (II) Schedule Sale Approval Hearing filed by Thomas M. Kennedy on behalf of IUE-CWA, AFL-CIO, International Union of Operating Engineers ("IUOE") and IUOE Locals 101, 18s, 832s, United Steelworkers.

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
13	1969	The Unofficial Committee of Family & Dissident GM Bondholders' Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
14	1997	Objection of Ad Hoc Committee of Consumer Victims of General Motors to the Debtors Motion Pursuant to 11 U.S.C. §§105, 363(b), (f), (k), and (m), and 365 and Fed R. Bankr. P. 2002, 6004, And 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; And (II) Schedule Sale Approval Hearing
15	2176	Individual Accident Litigants' Amended Objection to Motion of Debtors for the Sale of the "Purchased Assets" Free and Clear of Potential Successor Liability Claims
16	2177	Individual Accident Litigants' Amended Memorandum of Law in Support of Debtors' 363 Motion for the Sale of the "Purchased Assets" Free and Clear of Potential Successor Liability Claims (Attachments: #1Exhibit A)
17	2193	Amendment to Objection of Oliver Addison Parker to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
		(C) Other Relief; and (II) Schedule Sale Approval Hearing
		and
		Joinder in and Adoption of the Unofficial Committee of Family & Dissident GM Bondholders' Objection to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
18	2194	Objection of Oliver Addison Parker to the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (I) Approve (A) The Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLX, a U.S. Treasury-sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) The Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing
19	2474	Debtors' Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
20	2479	Supplemental Affidavit of Frederick A. Henderson

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
21	2577	Declaration of Harry Wilson (Attachments: #1 – Exhibits A & B)
22	2578	The United States' Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
23	2646	The United States of Americas Statement in Support of Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
24	2649	Amended and Restated Master Sale & Purchase Agreement and Certain Exhibits and Schedules Thereto.
25	2657	Debtors' Amended Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
26	2659	The United States' Amended Evidence and Witness List for the Hearing to Consider Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), (m) and 365, and Fed. R. Bankr. P. 2002, 6004 and 6006, to Approve (A) the Sale Pursuant to the Master Sale and

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
		Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
27	2681	Amended Omnibus Reply to Motion/Omnibus Reply of the Debtors to Objections to Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), (k), and (m) and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief
28	2774	First Amendment to Amended and Restated Master Sale and Purchase Agreement, dated as of June 30, 2009
29	2865	Amended Objection to Sale Motion on behalf of New York State Department of Environmental Conservation.
30	2867	Statement of the Debtors on Successor Liability
31	2872	Verified Statement of Wilmington Trust Company in It's Capacity as Indenture Trustee Pursuant to Rule 2019 of The Federal Rules of Bankruptcy Procedure (Attachments: # 1 Exhibit A: Indenture, dated November 15, 1990; Exhibit B: Indenture, dated December 7, 1995)
32	2878	Joint Statement of Individual Accident Litigants and <i>Ad Hoc</i> Committee of Consumer Victims of GM Regarding Treatment of Successor Liability Issues from the Ad Hoc Committee of Victims of General Motors and Other Product Liability Claimant Advocates
33	2967	Decision on Debtors' Motion for Approval of (1) sale of assets to Vehicle Acquisition Holdings LLC; (2)

<u>Item</u>	<u>Bankr. Doc. No.</u>	<u>Description</u>
		assumption and assignment of related executory contracts; and (3) entry into UAW retiree settlement agreement
34	2968	Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement with NGMCO, Inc., a U.S. Treasury-Sponsored Purchaser; (II) Authorizing Assumption And Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief
35	3062	Transcript of Hearing: July 2, 2009
36	3087	Transcript of Hearing: June 30, 2009
37	3148	Notice of Appeal filed by Oliver Addison Parker, Pro Se
38	3206	Transcript of Hearing: July 1, 2009
39	3287	Deposition of Frederick Henderson (if needed, exhibits will be uploaded separately upon agreement with counsel of record for the Debtors and the Purchaser on the handling of confidential information)
40	3288	Deposition of Harry Wilson (if needed, exhibits will be uploaded separately upon agreement with counsel of record for the Debtors and the Purchaser on the handling of confidential information)
41	N/A	All documents listed in the Debtors' Counter-designation of Additional Items to be Included in the Record on Appeal in Connection with the Appeal of Oliver Addison Parker [Docket No. 3736]
42	N/A	Docket for <i>Motors Liquidation Company, et al. (f/k/a General Motors Corp. et al.)</i> , Ch. 11 Case No. 09-50026 (REG) for 6/1/2009 through 8/25/2009

B. Undocketed Documents Admitted into Evidence at the Sale Hearing

The following documents, attached hereto as **Appendices 1 – 7**, may not have been filed with the Bankruptcy Court but were admitted into evidence at the Sale Hearing and are also designated as items to be included in the record on appeal:

- | | | |
|----|------------|---|
| 43 | Appendix 1 | Debtors' Ex. 6 in evidence - Loan and Security Agreement by and between Borrower and U.S. Dept. of Treasury as Lender, dated as of December 31, 2008 (Execution Version), and all Appendices, Schedules and Exhibits Thereto ¹ |
| 44 | Appendix 2 | Debtors' Ex. 7 in evidence - Guaranty and Security Agreement, dated as of December 31, 2008 |
| 45 | Appendix 3 | Debtors' Ex. 8 in evidence- Equity Pledge Agreement, dated as of December 31, 2008 |
| 46 | Appendix 4 | Parker's Ex. 1 in evidence - Prospectus Dated June 19, 2003 together with Prospectus Supplement dated June 26, 2003 ² |
| 47 | Appendix 5 | Debtors' Ex. 10 in evidence - Indenture, dated as of December 7, 1995, between GM and Wilmington Trust Company, as Successor Trustee, and all Amendments and Supplements ³ |
| 48 | Appendix 6 | Parker's Ex. 2 in evidence - Department of The Treasury Determination dated December 19, 2008 |
| 49 | Appendix 7 | Parker's Ex. 3 in evidence - Department of The Treasury Determination dated April 29, 2009 |

¹ Pursuant to the provisions of Local Bankruptcy Rule 8007-1(b), because of its unusual bulk, only the relevant portions of Debtors' Ex. 6 are included in Appendix 1. If requested by the Court or by any party, other relevant portions of the document (or if needed, the entire document) will be made available.

² Pursuant to the provisions of Local Bankruptcy Rule 8007-1(b), because of its unusual bulk, only the relevant portions of Parker's Ex. 1 are included in Appendix 4. If requested by the Court or by any party, other relevant portions of the document (or if needed, the entire document) will be made available.

³ Pursuant to the provisions of Local Bankruptcy Rule 8007-1(b), because of its unusual bulk, only the relevant portions of Debtors' Ex. 10 are included in Appendix 5. If requested by the Court or by any party, other relevant portions of the document (or if needed, the entire document) will be made available.

AMENDED STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL

1. Whether the Bankruptcy Court erred in allowing the Debtors' to sell their net operating loss carry-forwards to the Purchaser prior to the Bankruptcy Court's approval of a plan of reorganization?
 - 1(a) Whether, under the provisions of the Internal Revenue Code, in a Chapter 11 bankruptcy proceeding, a corporation's net operating loss carry-forwards may only be sold or transferred pursuant to a plan of reorganization approved by the bankruptcy court?
 - 1(b) Whether the Bankruptcy Court exceeded its authority and/or jurisdiction by allowing the Debtors' to sell their net operating loss carry-forwards to the Purchaser prior to the Bankruptcy Court's approval of a plan of reorganization?
2. Whether the Government's actions in purchasing the Debtors principal assets exceed its statutory authority and are unlawful?
 - 2(a) Whether the Government's actions constitute an unlawful nationalization of General Motors Corp.?
3. Whether the Section 363 sale of the Debtors' principal assets to the Purchaser constitutes an unconstitutional taking in violation of the 5th Amendment?
4. Whether the Bankruptcy Court erred in failing to treat the bondholders as secured creditors?
5. Whether the Bankruptcy Court erred in approving the Section 363 sale of the Debtors' principal assets to the Purchaser?
6. Whether the Bankruptcy Court erred in finding that the Debtor and Purchaser acted in good faith?
7. Whether the speed with which the Section 363 sale of the Debtors' principal assets to the Purchaser was approved violated due process?

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that true and accurate copies of the above and foregoing document have been served by United States Mail, Postage Prepaid, to the following named attorneys for each of the following named parties, this 21st day of August 2009:

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The Debtors

General Motors Company

Office of the United States Trustee

*Counsel to the United States Treasury
and NGMCO, Inc.*

-and-

-and-

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